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DUSA PHARMACEUTICALS INC

Form 3/A

June 15, 2001

FORM 3

OMB APPROVAL

OMB Number: 3235-0104
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Cooper Hill Partners, LLC

(Last) (First) (Middle)

230 Park Avenue,

(Street)

New York, NY 10169

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

March 13, 2001

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

DUSA Pharmaceuticals Inc. DUSA

5. Relationship of Reporting Person to Issuer (Check all applicable)

[] Director
[x] 10% Owner
[] Officer (give title below)
[] Other (Specify below)

6. If Amendment, Date of Original (Month/Day/Year)

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March 29, 2001

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|--|
|------------------------------------|---|--|--|

| | | | |
|--------------|-----------|---|--|
| common stock | 1,682,900 | I | |
|--------------|-----------|---|--|

Nature of Indirect Beneficial Ownership (Instr. 4)

As the sole general partner of CLSP, L.P.; CLSP II, L.P.; CLSP/SBS I, L.P. and CLSP/SBS II, L.P., each a private investment partnership, Cooper Hill Partners, LLC has the power to vote and dispose of the securities owned by each of these partnerships and, accordingly, may be deemed the "beneficial owner" of such securities. Jeffrey Casdin is the managing member of Cooper Hill Partners, LLC.

* If the Form is filed by more than one Reporting Person, SEE instruction 5(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Print or Type Responses)

(Over)
SEC 1473 (7-96)

FORM 3 (continued)

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |
|---|--|--|
| | Date Exercisable | Expiration Date |
| | | Title Amount or Number of Shares |

| | | |
|--|---|---|
| 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|---|

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Explanation of Responses:

Note 1 The Reporting Person may be considered a "group" as explained in Table I, Item 4.: however each member of the group disclaims beneficial ownership of any securities owned by such other persons.

If space is insufficient, SEE Instruction 6 for procedure.

DATED: June 15, 2001

/s/ Jeffrey Casdin

Jeffrey Casdin
For Cooper Hill Partners, LLC,
the General Partner of CLSP,
L.P.; CLSP II, L.P.; CLSP/SBS
I, L.P. and CLSP/SBS II, L.P.;
and Individually